

B210
(12/04)**United States Bankruptcy Court****Southern District of New York**

In re W.R. Grace & Co., et al.,

Case No. 01-01139 (Jointly Administered)

Debtors

Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

Southpaw Credit Opportunity Master Fund LP
Name of Transferee

CHL Administration, Inc.
Name of Transferor

Name and Address where notices to transferee should be sent:

Southpaw Credit Opportunity Master Fund LP
2 West Greenwich Office Park, 1st Floor
Greenwich, CT 06831
Attn: Jeff Cohen
Phone: (203) 862-6208
Last Four Digits of Acct #: _____

Court Record Address of Transferor
(Court Use Only)

Name and Address where transferee payments should be sent (if different from above)

Name and Current Address of Transferor
CHL Administration, Inc.
P.O. Box 6029
Portland, OR 97228

Phone: _____

Phone: _____

Last Four Digits of Acct #: _____

Last Four Digits of Acct. #: _____

Court Claim # (if known): 851
Date Claim Filed: 03/13/2002

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Jeff Cohen
Transferee/Transferee's Agent

Date: June 25, 2012

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

~DEADLINE TO OBJECT TO TRANSFER~

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

Claim #: 851

For good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, **CHL Administration, Inc.**, (the "Seller") its successors and assigns, does hereby unconditionally and irrevocably sell, transfer and assign unto **Southpaw Credit Opportunity Master Fund LP** its successors and assigns (the "Buyer"), all rights, title, interest, claims and causes of action in and to, or arising under or in connection with the general unsecured claim in the amount of **\$1,700,000.00** (the "Claim") pursuant to the terms of that certain Order Authorizing Settlement of Claim No. 851 of CHL Administration, Inc. dated May 16, 2006 against W.R. Grace & Co., et al. (the "Debtor"), the debtors in the Chapter 11 bankruptcy case entitled In re: W.R. Grace & Co., et al., Case No. 01-01139 (JKF) pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and all proofs of claim filed by Seller in respect thereof.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated May 8, 2012.

CHL ADMINISTRATION, INC.

By: 

Name:

Title:

FRED TEUKOLIANSKY
PRESIDENTSOUTHPAW CREDIT OPPORTUNITY
MASTER FUND LP

By: _____

Name:

Title:

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

Claim #: 851

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Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated May 8, 2012.

CHL ADMINISTRATION, INC.

By: _____
Name:
Title:

SOUTHPAW CREDIT OPPORTUNITY
MASTER FUND LP

By:  _____
Name:
Title:

Howard Golden, Managing
Member of General Partner -
Southpaw GP LLC